



## PROFECTUS CAPITAL PRIVATE LIMITED

(CIN: U65999MH2017PTC295967)

**Registered office:** B/17, Art Guild House, Behind Phoenix Marketcity Mall,  
Kurla (West), Mumbai, 400070  
Tel No: +91 22-4919 4400, Fax No.+91 22-4919 4455

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PROFECTUS CAPITAL PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 29<sup>TH</sup> SEPTEMBER, 2021 AT 2.00 PM (IST) THROUGH VIDEO CONFERENCING FROM THE REGISTERED OFFICE OF THE COMPANY AT B/17, ART GUILD HOUSE, BEHIND PHOENIX MARKETCITY MALL, KURLA (WEST), MUMBAI, 400070 TO TRANSACT FOLLOWING BUSINESSES:

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#### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint M/s. Batliboi & Purohit, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, as amended from time to time, the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27 April 2021 issued by Reserve Bank of India (‘RBI’) and other applicable provisions, M/s. Batliboi & Purohit, Chartered Accountants, having Firm Registration No.101048W, who have offered themselves for appointment and confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as the Statutory Auditors of the Company for a period of three years (financial year 2021-22 to 2023-24) to hold office from the conclusion of the 4<sup>th</sup> Annual General Meeting till the conclusion of the 7<sup>th</sup> Annual General Meeting, subject to the fulfilment of eligibility norms each year as per the aforesaid RBI Guidelines with the power of the Board/Audit Committee to alter and vary the terms and conditions of appointment etc., and at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee.”

**“RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

**SPECIAL BUSINESS:**

3. To consider and if thought fit to pass with or without modification(s) following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 149 and Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mr. Hossameldin Aboumoussa (DIN-08999601), who was appointed as a Non- Executive Additional Director by the Board and holds office upto this Annual General Meeting under Section 161 of the Companies Act, 2013 and who has given his consent, be and is hereby appointed as a Non-Executive Director of the Company and whose term of office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Directors of the Company or the Company Secretary be and are hereby severally authorized to file forms with the Registrar of Companies, Maharashtra and do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

4. To consider and if thought fit to pass with or without modification(s) following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 14 and any other provisions of Companies Act, 2013 read with rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by replacing the Article 76 as under:

*“The Seal*

*76. As per the Companies (Amendment) Act, 2015, there is no mandatory requirement of common seal hence, any one director and Company Secretary can sign the documents where common seal is required to be affixed pursuant to the applicable law. The share and other certificate(s) to be issued by the Company will however, be signed and sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014”*

**“RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby severally authorised to sign and file all the requisite e-forms including MGT-14 along with such other documents as may be required with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

**BY THE ORDER OF THE BOARD OF DIRECTORS**

*for* **PROFECTUS CAPITAL PRIVATE LIMITED**

**Sd/-**

**NITIN PANGARKAR**  
**COMPANY SECRETARY**

ACS No. 23863

Date: September 7, 2021

Place: Mumbai

**NOTES:**

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 with respect to Special Business provided in item no. 2,3 & 4, is annexed hereto and forms part of the Notice.
2. The Meeting will be conducted through Video Conferencing as per statutory requirement amid COVID-19 pandemic. The Meeting is being convened through Video Conferencing in terms of Ministry of Corporate Affairs' Circular no. 20/2020 dated May 5, 2020 read with framework provided in the Circular no. 14/2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020 and clarification Circular No. 02/2021 dated January 13, 2021 and accordingly, there is no requirement of providing an attendance slip and route map of venue of the meeting as part of the Notice and the Notice and Explanatory Statement have been prepared in accordance with the applicable provisions of the Companies Act, 2013 read with the aforesaid Circulars.
3. The shareholders, Directors, Auditors and other invitees to join the Meeting through video conferencing facility provided by MS Teams by clicking on the link which would be sent to their registered email IDs before the meeting.
4. The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and until 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, you may contact Mr. Nitin Pangarkar (+91 9619931810) before or during the Meeting.
5. Shareholders intending to inspect:

- a) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013;
- b) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder; and
- c) All documents referred to in the accompanying Notice;

shall write to the Company at [nitin.pangarkar@profectuscapital.com](mailto:nitin.pangarkar@profectuscapital.com) and the same shall be made available for inspection up to the continuance of this Meeting.

6. Corporate shareholder intending to send its authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 is requested to send on the email ID of the Company, a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on its behalf at the meeting.
7. The details, as required under the Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Mr. Hossameldin Aboumoussa, Director seeking appointment at this Annual General Meeting under Item No. 2 of the Notice, are annexed hereto.
8. Voting at the Meeting shall be conducted through show of hands.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under item 2, 3 & 4 of the accompanying Notice dated September 7, 2021.

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#### ITEM NO. 2

M/s. B S R & Associates, Chartered Accountants, having Firm Registration No. 116231W/W-100024 were appointed as Statutory Auditors at the first Annual General meeting held on August 17, 2018 for a period of 5 consecutive years (i.e. FY 2018-2019 to 2022-2023) to hold office till the conclusion of the 6<sup>th</sup> Annual General Meeting.

The Reserve Bank of India ("RBI") vide its circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("Circular") has issued guidelines for Appointment of Statutory Auditors (SAs) of Commercial banks, (excluding RRBs), UCBs and NBFCs (including HFCs) which *inter alia* provides for the appointment of Statutory Auditors for a continuous period of three years. Pursuant to the RBI Circular, the term of M/s. B S R & Associates expires at the conclusion of forthcoming fourth Annual General meeting for financial year ended March 31, 2021. Accordingly, the Company has received a letter from M/s. B S R & Associates stating their ineligibility to continue as Statutory Auditors of the Company in terms of said RBI guidelines and shall cease to hold office at the conclusion of the forthcoming Annual General Meeting.

Pursuant to the RBI Circular and the policy of the Company on appointment of Statutory Auditors and recommendation of the Audit Committee of the Company, it is proposed to appoint M/s. Batliboi & Purohit, Chartered Accountants, having Firm Registration No. 101048W as Statutory Auditors of the Company for a term of 3 years (i.e. FY 2021-22 to FY 2023-24) to hold office from the conclusion of the 4<sup>th</sup> Annual General meeting till the conclusion of 7<sup>th</sup> Annual General meeting of the Company.

The Board of Directors recommends the resolution set out in Item No. 2 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 2 of the AGM Notice.

### **ITEM NO. 3**

Mr. Hossameldin Aboumoussa (DIN- 08999601) was appointed as an Additional Non-Executive Director of the Company by the Board of Directors on June 28, 2021. As per Section 161(1) of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting.

It is proposed to appoint Mr. Hossameldin as the Non-Executive Director of the Company whose office shall not be liable to retirement by rotation. The details and brief profile of Mr. Hossameldin is provided in annexure to this notice.

Except Mr. Hossameldin, being an appointee, none of the Directors of the Company or Key Managerial Personnel or any of their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item 3 of the Notice.

The Board of Directors recommends the resolution set out in Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

### **ITEM No.4**

It is proposed to alter the provisions of Common Seal in Articles of Association (AOA) of the Company to the effect that any document(s) requiring the Common Seal of the Company may be executed in the presence of any one director and the Company Secretary instead of any two directors and Company Secretary.

Accordingly, the existing Article 76 of AOA is proposed to be revised as under:

#### **Existing:**

*"The Seal*

*76. As per the Companies (Amendment) Act, 2015, there is no mandatory requirement of common seal hence, any two directors and Company Secretary, if appointed, can sign the documents where common seal is required to be affixed."*

#### **Proposed:**

*"The Seal*

*76. As per the Companies (Amendment) Act, 2015, there is no mandatory requirement of common seal hence, any one director and Company Secretary can sign the documents where common seal is required to be affixed pursuant to the applicable law. The share and other certificate(s) to be issued by the Company will however, be signed and sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014"*

None of the Directors of the Company or Key Managerial Personnel or any of their relatives are in any way concerned or interested, financially or otherwise in the resolution.

The aforesaid resolution is required to be passed as Special Resolution pursuant to the provisions of the Companies Act, 2013 and rules made thereunder.

**BY THE ORDER OF THE BOARD OF DIRECTORS**

*for* **PROFECTUS CAPITAL PRIVATE LIMITED**

**Sd/-**

**NITIN PANGARKAR**  
**COMPANY SECRETARY**

ACS No. 23863

Date: September 7, 2021

Place: Mumbai

### Annexure to the notice of Annual General meeting

Brief profile of directors being appointed:

<b>Name of the Director</b>	Mr. Hossameldin Abdelhamid Mohamed Aboumoussa
Age	42 years
Date of first Appointment on the Board	03/02/1978
Qualifications	<ul style="list-style-type: none"> <li>• Masters Business Administration (MBA) from University of Oxford</li> <li>• CFA Charter Holder</li> <li>• BA in Business Administration and Finance from the American University in Cairo</li> </ul>
Experience	<p>Hossam Abou Moussa is a Partner at Apis Partners, a global private equity asset manager that supports growth stage financial services and financial infrastructure business. Prior to Apis Partners, Hossam was a Partner at Actis, where he led a team of investment professionals that focuses on investing in the Financial Services sector across Africa, South and Southeast Asia.</p> <p>Hossam has played a leading role in a number of investments including the Commercial International Bank (the largest private sector bank in Egypt), Fawry (the leading digital transformation &amp; E-payment platform in Egypt), Emerging Markets Payments (first pan-African payments platform with presence across Africa and in the Middle East), Integrated Diagnostics Holdings (a leading fully-integrated provider of medical diagnostic services with operations in Egypt, Jordan, Sudan and Nigeria), and GHIL Systems (a leading payment service provider and one of the top merchant acquirers in the ASEAN region). Hossam sits on several Boards of Directors including that of Fawry, GHIL, Upstream Systems, and the British International School Society.</p> <p>Hossam is based in Cairo, Egypt. He has more than 20 years of experience in growth markets private equity.. Hossam is a CFA charter holder and holds an MBA from the University of Oxford and a BA in Business Administration and Finance from the American University in Cairo.</p>
Shareholding in the Company	Nil
Relationship with other Directors /	Not related with other directors/ KMP



Managers / KMP	
No. of Board Meetings attended during the financial year 2020-21	1
Other Directorships	None
Membership / Chairmanship of Committees of other Boards	None